

RSL-AZ West Valley Bylaws

Article I

Name of the Organization

1. This organization shall be **RSL-AZ West Valley**, hereafter referred to as “RSL-AZ West Valley”.

Article II

RSL-AZ West Valley Purpose

1. The objective of RSL-AZ West Valley shall be to promote soccer as a sport, to organize soccer teams, to provide training in the sport of soccer, both youth and adult, and to receive gifts or donations to promote the health, welfare and recreation of the general public through the sport of soccer. RSL-AZ West Valley shall be affiliated with Arizona Soccer Association (ASA), US Youth Soccer (USYS) and the Federation Internationale de Football Association (FIFA). Through these affiliations, RSL-AZ West Valley becomes an officially sanctioned youth soccer program for ASA.

Article III

Membership

1. The membership of RSL-AZ West Valley shall consist of the members of the Board of Directors.

Article IV

Board of Directors

1. The affairs of the RSL-AZ West Valley shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of RSL-AZ West Valley.
2. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than two (2) nor more than five (5) including the following officers: the President and the Vice-President.

3. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

4. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The President shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy or delete position.

5. Whenever any vacancy occurs in the Board of Directors it shall be filled or deleted without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

6. Directors shall not discuss or disclose information about RSL-AZ West Valley or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of RSL-AZ West Valley's purposes, or can reasonably be expected to benefit RSL-AZ West Valley. Directors shall use discretion and good business judgment in discussing the affairs of RSL-AZ West Valley with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of RSL-AZ West Valley, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

7. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a vote of three-quarters (2/3) of the members of the Board of Directors if in their judgment the best interests of RSL-AZ West Valley would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (5) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Article V

Officers

The officers of this Board shall be the President & Vice-President

1. **President-** The President shall preside at all meetings of the membership. The President shall have the following duties:

1.1 He/She shall preside at all meetings of the Executive Committee.

1.2 He/She shall have general and active management of the business of this Advisory Board.

1.3 He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.

1.4 He/She shall have general superintendence and direction of all other officers of RSL-AZ West Valley and see that their duties are properly performed.

1.5 He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and from time to time, shall report to the Board all matters that may affect this program.

1.6 He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

1. **Vice-President-** The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Article VI

Committees

1. The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board president or vice president appoints all committee chairs.

Article VII

RSL-AZ West Valley Staff

1. **Executive Director:** The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Article VIII

Indemnification

1. To the full extent authorized under the laws of Arizona, RSL-AZ West Valley shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of RSL-AZ West Valley, or any person who may have served at RSL-AZ West Valley's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.
2. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the RSL-AZ West Valley in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
3. RSL-AZ West Valley may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not RSL-AZ West Valley would have the power or obligation to indemnify such person against such liability under this Article.

Article IX

Books & Records

1. RSL-AZ West Valley shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Article X
Amendments